Claim Listing

1. (Canceled)

2. (Currently amended) The method of Claim 33 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NR'R''$ (where R' and R" are independently hydrogen or alkyl);

(c) heteroalkyl;

(d) heteroalkenyl;

(e) heteroalkoxy;

(f) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(g) optionally substituted heterocyclylalkenyl;

(h) optionally substituted heterocyclylalkynyl;

(i) optionally substituted heterocyclylalkoxy;

(j) optionally substituted heterocyclylalkylamino;

(k) optionally substituted heterocyclylalkylcarbonyl;

(l) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;

(m) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(n) arylaminoalkylene or heteroarylaminoalkylene; or

(o) Z-alkylene-$NR^{30}R^{31}$ where Z is -NH-, -N(alkyl)- or -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl~~, wherein~~

~~said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl)~~.

3. (Original) The method of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. (Original) The method of Claim 3 wherein A is phenyl.

5. (Original) The method of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. (Original) The method of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

7. (Original) The method of Claim 5, wherein R^3 is optionally substituted heteroaryl.

8. (Original) The method of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.

9. (Original) The method of Claim 8, wherein R^3 is at the 3-position.

10. (Original) The method of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

11. (Original) The method of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

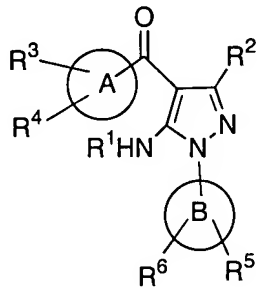
12. (Original) The method of Claim 5, wherein R^3 is optionally substituted phenyl.

13. (Original) The method of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl.

14. (Original) The method of Claim 13, wherein R^3 is at the 3-position.

15. (Original) The method of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. (Currently Amended) ~~**The method of Claim 5 wherein R^3 is:**~~ **A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound of Formula (I):**



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R^3 is:

~~(a) **heteroalkyl**~~;

(~~b~~**a**) heteroalkoxy;

(~~c~~**b**) optionally substituted heterocyclylalkyl;

(~~d~~**c**) optionally substituted heterocyclylalkoxy;

(~~e~~**d**) optionally substituted heterocyclylalkylamino;

(~~fe~~) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; ~~or~~

(f) heteroaryl selected from pyridinyl, N-oxidopyridinyl or pyridonyl; or

(g) substituted phenyl selected from sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl;

R^4 is:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or dialkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy;

or a prodrug, individual isomer, mixtures of isomers, pharmaceutically acceptable salt or solvate thereof.

17-21. (Canceled)

22. (Original) The method of Claim 16, wherein R^3 is heteroalkoxy.

23. (Original) The method of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of 3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy, and 2,2-(dihydroxymethyl)ethoxy.

24. (Original) The method of Claim 23 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

25. (Original) The method of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.

26. (Original) The method of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxy-

piperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. (Original) The method of Claim 26 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

28. (Original) The method of Claim 16 wherein R^3 is -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

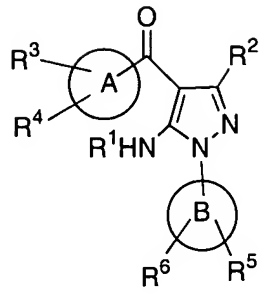
29. (Original) The method of Claim 28, wherein Y is a single bond and R^9 is -SO_2R^{14} or -$SO_2NR^{15}R^{16}$.

30. (Original) The method of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

31. (Original) The method of Claim 30 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

32. (Canceled)

33. (Currently Amended) A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R^3 is selected from the group consisting of:

(a) acylamino;

(b) optionally substituted heterocyclyl;

(c) optionally substituted aryl or heteroaryl;

(d) heteroalkenyl;

(e) heteroalkynyl;

(f) heteroalkoxy;

(g) optionally substituted heterocyclylalkyl;

(h) optionally substituted heterocyclylalkenyl;

(i) optionally substituted heterocyclylalkynyl;

(j) optionally substituted heterocyclylalkoxy, cyclyloxy, or heterocyclyloxy;

(k) optionally substituted heterocyclylalkylamino;

(l) optionally substituted heterocyclylalkylcarbonyl;

(m) $-NHSO_2R^6$ where R^6 is optionally substituted heterocyclylalkyl;

(n) $-NHSO_2NR^7R^8$ where R^7 and R^8 are, independently of each other, hydrogen, alkyl or heteroalkyl;

(o) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, -$COOR^{11}$, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(p) -$C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are -$(CH_2)_n$- where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(q) -$NHC(=X)NR^{23}R^{24}$ where X is O or S, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(r) -$CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(s) -$S(O)_nR^{27}$ where n is an integer from 0 to 2, and R^{27} is optionally substituted heterocyclylalkyl;

(t) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(u) arylaminoalkylene or heteroarylaminoalkylene;

(v) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl~~, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl)~~;

(w) -OC(O)-alkylene-CO_2H, **or** -OC(O)-NR'R" ~~, or CO_2NHR'~~ (where R' and R" are independently hydrogen or alkyl); and

(x) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or dialkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from a group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

34-37. (Canceled)

38. (Currently amended). The method of Claim ~~35~~ 33 wherein the disease is rheumatoid arthritis.

39. (Previously Presented). The method of Claim 33 wherein the disease is adult respiratory distress syndrome.

40. (Previously Presented). The method of Claim 33 wherein the disease is asthma.

41. (Canceled)

42. (New) The method of claim 16, wherein R^3 is optionally substituted heteroaryl selected from pyridinyl, N-oxidopyridinyl or pyridonyl.

43. (New) The method of claim 42, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, each of which may be optionally substituted

44. (New) The compound of claim 28, wherein Y is -O-alkylene and R^9 is -COOH:

45. (New) The compound of claim 28, wherein R^3 is -(alkylene)-$SO_2NR^{34}R^{35}$ where R^{34} and R^{35} each independently is hydrogen or alkyl.